

**TRAILER TRAIN
COMPANY**

300 SOUTH WACKER DRIVE • CHICAGO, ILLINOIS 60606
(312) 786-1200

29A011

RECEIVED

MAY 6 4 35 PM '77

May 2, 1977

I.C.C.
FEE OPERATION BR.

ICC Washington, D. C.

Mr. Robert L. Oswald
Secreatry
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 8643-B Filed & Recorded

MAY 6 1977 -4 42 PM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the Manufacturing Agreement Supplement No. 2, dated as of May 5, 1977, which supplements the Manufacturing Agreement dated as of December 15, 1976, between Pullman Incorporated (Pullman Standard Division) and Trailer Train Company. Eight counterpart originals of the Supplement are enclosed with this letter of transmittal together with a check in the amount of \$10.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4(b) - The names and addresses of the parties to the transaction:

Manufacturers: Pullman Incorporated
(Pullman Standard Division)
200 South Michigan Avenue
Chicago, Illinois 60604

Company: Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

1116.4(c) - General description of the equipment:

Type	AAR Mechanical Designation	Units	Marked*	Numbered
89'4", 70-ton capacity, hydrau- lic draft gear, low level flat cars for auto rack service.	FC	234	TTX	851768-852001

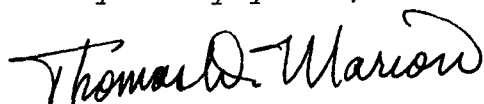
*All units have marked on each sider thereof the following legend:

Mr. Robert L. Oswald
Page two
May 2, 1977

"Owned by a Bank or Trust Company under a
Security Agreement Filed Under the Inter-
state Commerce Act, Section 20c."

- 1116.4(e) - Prior recordations relating to this Supplement have been made on December 30, 1976, at 3:25 p.m., recordation number 8643; and on February 15, 1977, at 10:55 a.m., recordation number 8643-A.
- 1116.4(f) - Six (6) counterpart originals of the Manufacturing Agreement being recorded should be returned to the undersigned at the above address.

Very truly yours,

A handwritten signature in cursive script, reading "Thomas D. Marion".

T. D. Marion
Manager, Equipment Financing

/cg
Enclosures:

Interstate Commerce Commission

Washington, D.C. 20423

5/9/77

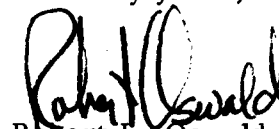
OFFICE OF THE SECRETARY

**T.D. Marion
Manager, Equipment Financing
Trailer Train Comp^y
300 South Wacker Drive
Chicago, Illinois 60606**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on **5/6/77** at **4:40pm**,
and assigned recordation number(s) **8643-B**

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

Interstate Commerce Commission

Washington, D.C. 20423

5/9/77

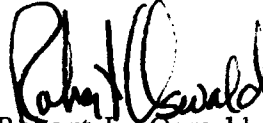
OFFICE OF THE SECRETARY

**Melvin S. Slade
Glass Greenberg Irwin Bellman & Slade
540 Madison Avenue
New York, N.Y. 10022**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on **5/9/77** at **10:20am**,
and assigned recordation number(s) **8396-C, 8396-D & 8396-E**

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

RECORDATION NO. *8643-13* Filed & Recorded

MAY 6 1977 -4 40 PM

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT NO. 2

dated as of May 5, 1977, between PULLMAN
INCORPORATED (Pullman Standard Division) (hereinafter
called the Manufacturer) and TRAILER TRAIN COMPANY
(hereinafter called the Company).

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 15, 1976, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on December 30, 1976, at 3:25 p.m., recordation number 8643, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect to such units of railroad equipment, and set forth in Items 2 and 3 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

PULLMAN INCORPORATED
(Pullman Standard Division)

(CORPORATE SEAL)

By Thomas B. Glaser
Vice President - Freight Unit

ATTEST:

William C. O'Leary
Assistant Secretary

TRAILER TRAIN COMPANY

(CORPORATE SEAL)

By R. E. Zimmerman
Assistant Treasurer

ATTEST:

D. J. Nash
Assistant Secretary

STATE OF ILLINOIS)
COUNTY OF COOK) SS.:

On this day of *May 2*, 1977, before me personally appeared *Thomas P. Glaser*, to me personally known, who being by me duly sworn, says that he is a Vice President - Freight Unit of PULLMAN INCORPORATED (Pullman Standard Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon L. Olson
Notary Public

(Notarial Seal)
My Commission Expires: *August 3, 1980*

STATE OF ILLINOIS)
COUNTY OF COOK) SS.:

On this 29th day of April, 1977, before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is the Assistant Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

David J. Walsh
Notary Public

(Notarial Seal)
My Commission Expires:

Nov. 17, 1980

ANNEX A

PULLMAN INCORPORATED
(Pullman Standard Division)
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type</u>	<u>Quantity</u>	<u>Company's Car Numbers (Inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Month of Delivery</u>	<u>Specification (Contract Number)</u>
89'4", 70-ton capacity, low level hydraulic draft gear flat car for auto- rack service	234	851768-852001	\$32,980	\$7,717,320	May-June, 1977	T-1077-P

Item 2: November 5, 1977

Item 3: November 5, 1977

Item 4: 200 South Michigan Avenue, Chicago, Illinois 60604